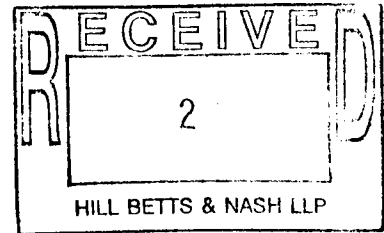


5027-9



## EXHIBIT A

### CONFIDENTIAL STEVEDORING RATE SCHEDULE FOR ECUADORIAN LINE

Dated: October 1, 2005

Between NEW YORK CONTAINER TERMINAL, INC. (the "Contractor") and SOUTH PACIFIC SHIPPING CO. LTD. (D/B/A ECUADORIAN LINE) (the "Carrier")

#### I. STEVEDORING RATES

##### PALLETIZED BANANAS/FRESH FRUIT

###### Per Box Rate

10/01/05-09/30/2006	\$ .49 ½
10/01/06-09/30/2007	\$ .50 ½
10/01/07-09/30/2008	\$ .50 ½
10/01/08-09/30/2009	\$ .52
10/01/09-09/30/2010	\$ .53

Carrier also has the option to extend the contract for an additional five years, through 2015, at rates mutually agreed upon.

The above rates include straight time labor costs from the hold of the vessel through to the truck. This rate includes all costs associated with unloading perishable cargoes from the vessel to the warehouse, storage in a dedicated refrigerated warehouse facility, and the loading of the product onto your customer's trucks.

New York Container Terminal is committed to safe and quality cargo handling. We will maintain ongoing quality improvement programs and we will constantly monitor our productivity and damage levels and train our employees on the proper way to handle refrigerated cargoes.

The above rates include wharfage and will permit straight time stevedoring from the hours of 0800 until 1700 excluding 1200 to 1300 from Monday through Friday, exclusive of holidays. A list of holidays is included along with our hiring guidelines.

Based on current pro forma, vessel will have two days to complete work. Terminal reserves the right due to extraordinary and special

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE****PAGE 2****DATED: October 1, 2005**

circumstances to require the vessel to finish in one day.

The rates quoted are predicated on a pallet friendly vessel which allows for the use of four electric fork lift trucks in the hatch and ship's cranes or derrick with minimum eight metric ton lifting capacity. At least one-half of each hatch square is to be pre-slung.

In the event that the Carrier must charter vessels with less than eight ton gear, Contractor will allow the Carrier three ships per year with gear down to five metric ton capacity at the normal rates set forth in this Exhibit A. Beyond these three ships, or for ships with gear under five ton capacity, Contractor will receive a rate differential which will compensate it for the resultant loss in productivity. The rate differential will be based on crane lifting capacity and will be applied as follows: Actual productivity to be compared to the average adjusted gross productivity of the last ten (10) vessels to determine excess time required to work the vessel. Any additional time versus that calculated at average productivity will be charged to Carrier at Detention Rates.

**CONTAINERS**

<u>YEAR</u>	<u>LOAD</u>	<u>EMPTY</u>
10/01/05-09/30/2006	\$197.00	\$192.00 per lift
10/01/06-09/30/2007	\$204.50	\$199.50 per lift
10/01/07-09/30/2008	\$204.50	\$199.50 per lift
10/01/08-09/30/2009	\$207.00	\$202.00 per lift
10/01/09-09/30/2010	\$210.00	\$204.00 per lift
Security Fee		\$4.00 per loaded container
Lashing of containers, if applicable		\$7.00 per unit
Restowing container at Carrier's request:		\$148.00 per lift

Overheight/overwidth/overlength or damaged containers which can only be lifted by emergency gear is to be billed at pick rate plus Extra Labor/Detention basis

Transshipment of loaded containers discharged from another

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**

**PAGE 3**

**DATED: October 1, 2005**

vessel, reloaded to another vessel or barge at New York Container Terminal \$165.00 per unit

Gang Rollover (Receiving vessel only) ½ hour Detention rate

Inclusions:

The above box rates are quoted on a per move basis and include the following:

1. Above rate includes stevedoring, on straight time, crane rental, tractors, top loaders, assisting in receiving and delivery, clerking and checking, weighing of export containers, furnishing stowage plans including a final, T.I.R. gate inspection and reports, security and wharfage. The rates quoted above are based on a semi-wheeled operation. Normal gate operating hours will be from 0600 until 1630 for containers and banana trailers and 0800 until 1630, excluding 1200 to 1300, for break bulk and LCL loads other than banana trailers. Carrier to have the ability to preload and stage trailers of product on the facility at any hour of the day or night (including weekends and holidays) consistent with terminal and maritime security policies and conditions that are in place at that time.
2. Loading/unloading of containers on/off vessel using a shore container gantry crane to/from a point of rest in the yard.
3. Yard and office support while vessel is working.
4. Gate, TIR, mounting/grounding for vessel related cargo during regular terminal hours.
5. The cost of standby for vessel, detention and dead time of vessel gangs or any delays incurred which are beyond the control of the Contractor are excluded from the above listed basic service and will be charged at the rate set forth in Section VII hereof.
6. All shore side handling equipment necessary for yard and vessel operations inclusive of two shore side container gantry cranes.
7. Inbound TIR inspection of Carrier's equipment.
8. Included in the rate is terminal storage for empty containers up to 425 units per day. When allowance has been reached, Carrier shall pay \$1.60 per container/per day.

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 4**

9. Included in the rate is terminal storage for up to 35 trailers per day. When allowance has been reached, Carrier shall pay \$75.00 per trailer/per day. For trailer to be left on terminal, trucker must sign hold harmless and indemnification agreement.

10. Compensation, Public Liability and Property Damage Liability, as well as all other Federal and State Insurances. New York Container Terminal agrees to maintain in full force and effect all insurance policies and will, upon request, provide copies of all insurance certificates.

11. The Carrier will be responsible for any unfunded pension liability which might accrue to the vendor through its collective bargaining agreements, as the result of services provided to Carrier hereunder.

Exclusions:

1. Detention will be billed, on a per gang-hour basis, for any nonproductive time. The first fifteen minutes of detention per gang on any ship will be free.

2. Repair of containers or chassis excluding Roadability inspection. The Carrier can supply its own parts or Contractor will provide them. Contractor will provide the Carrier with a parts catalog.

3. Late Gate and/or weekend, holiday gates for containers, when requested by the Carrier, will be billed in accordance with ILA manning requirements.

Costs for Gate while vessel working (Mon ■ Fri): \$7,900.00  
Above rate based on 4 hour operation, 5:00pm ■ 9:00pm

Costs for Gate during non-vessel operation (Mon ■ Fri): \$ 17,000.00  
Above rate based on 4 hour operation 5:00pm ■ 9:00pm

Costs for Gate during non-vessel operation (Weekends / Holidays):  
Based on 4 hour operation \$ 17,500.00

4. The rate does not include demurrage. Demurrage rates will be based upon New York Terminal Tariff Rates. Contractor will honor

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 5**

Carrier's service contracts up to 21 calendar days where applicable. Export demurrage, after 7 calendar days free time, will be billed to the account of the Carrier. For containers released to General Order, where demurrage and/or exam liens remain unpaid for more than 30 days from date of delivery, said charges shall be the responsibility of the carrier.

5. The rate does not include New York Shipping Association royalties, assessments and or any royalties, assessments or fines if applicable, which will be direct cost to Carrier.

6. If a gang is ordered to handle containers after break bulk operation is finished, carrier is responsible for any and all stand-by/detention time associated with this activity. (15 minutes free is excluded from this scenario.) Terminal will make best effort to minimize standby cost of labor which would otherwise be employed during non-productive time.

7. Any platform/warehouse activity that is required on overtime hours will be billed in accordance with the ILA manning requirements. (I.e. non vessel related activity)

8. In the event Carrier cancels a labor order which has been previously placed, Carrier remains liable for all labor costs which can not be either cancelled or set back.

II. TERMINAL ACTIVITIES

A. Reefer Operations

Up to 160 reefer plugs will be made available to accommodate the Carrier's needs for first six months of contract. Thereafter 175 reefer plugs will be made available.

Reefer Plug Service/Monitoring/Electric:

■ S/T First day plug in/Monitoring  
\$61.94 per container per day

■ Each subsequent day monitoring  
-includes electric \$53.11 per container per day

-Boxes to be monitored twice per day.

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 6**

Pre Trip (test only on line's request)	\$96.84 per unit
Pre Trip and Precool including placement	\$121.97 per unit (pass or fail)
Reefer Wash-Out	\$64.54
Genset Pre Trip	\$96.84
Fuel	At cost, plus 15%
Note: Pigtails to be supplied by lines	

**B. TIR/MOUNT/GROUND**

Miscellaneous TIR and Mount/Ground charges, if required for containers not associated with vessel moves and authorized by the Carrier:

-Miscellaneous TIR, i.e., IT moves, etc.	\$27.00 per TIR
-Miscellaneous Mount/Ground	\$42.00 per move

- C. Import In for Re-Delivery or Export load received for vessel but canceled and delivered from terminal. \$75.00 per unit
- D. Receiving/Delivery of empty containers not related to thru-put discharge or load, vessel move. \$42.00 per unit/  
per gate  
move
- E. Container handling charge for container or cargo inspection/survey includes spotting with CY door opening/closing and resealing.  
Per Terminal tariff
- F. Chassis Change \$40.00 per unit
- G. Booking Rollovers:  
Admin Fee \$35.00 per unit  
(Includes holding containers for US Customs Exams)
- H. Change of container Status (Off Hire / For Sale) to Good Order or Bad order: \$45.00 per unit

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 7**

- I. Physical movement of containers due to booking rollover or status change: \$45.00 per unit/  
Per lift
- J. Administration Fee for cancellation of Demurrage: \$35.00 per unit



**III. CFS ACTIVITIES**

**A. Containers ■ Stuffing / Stripping  
Fruit Products**

Bananas/Plantains 20'/40'	\$335.00 per container
Pineapples/mangoes 20'/40'	\$450.00 per container
Overnight stuffers to be delivered as FCL	\$160.00 per container

**B. Containers  
Strip and Swing**

Palletized/Unitized/20 ft. containers	\$377.15 per container
Palletized/Unitized/40 ft. containers	\$630.40 per container

**C. Strip and Swing (unitized cargo)**

Loose floor loaded cargo/20 or 40 foot container \$3.72wt

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 8**

There will be a minimum charge of \$187.50 per container. The maximum charges will be \$617.46 for a 20 foot container and \$910.57 for a 40 foot container.

Strip and swing rates will include all receiving charges and will be predicated on moving the cargo directly from a container into the customer's waiting truck.

**D. Stuffing/Stripping-General Cargo**

Rate includes assisting receiving/delivery and normal securing and materials used (Chocking and Bracing).

20'	\$428.88 per unit
40'	\$657.34 per unit

**E. Stuffing**

Autos ■ stuffing into 40' containers \$189.44 per vehicle  
 ■ includes prep of vehicles, normal securing, Carrier to provide securing materials.

**F. Government Inspections (if for account of the Carrier)**

USDA Tailgate Inspection \$154.00 per unit\*  
 (This refers to container being taken to LCL warehouse platform for inspection by AQI at request of carrier.)

VACIS Exam \$328.00per unit\*

\* If the above activity pertains to refrigerated containers an addt'l reefer handling fee for plugging/unplugging will apply at the rate of: \$43.00 per unit

USDA Strip or Stuff Inspection

-Strip and Stuff-Palletized/Unitized 20 ft. containers

Full Stripping	\$474.14 per container
Partial Stripping	\$341.60 per container

-Strip and Stuff-Palletized/Unitized 40 ft. containers



**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 9**

Full Stripping	\$707.98 per container
Partial Stripping	\$571.10 per container

G. Loading flat racks, open tops, over-size pieces, chocking and bracing at cost and material.

Extra Labor basis

H. Strip and Sort pallets by size, type container \$336.21 per 20' container

Strip and Sort pallets by size, type container	\$502.16 per 40' container
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IV. BREKBUK CARGO

A. Stevedoring: Extra Labor Basis

B. Terminal: \$17.50 per 2240 lbs. or 40 CFT, whichever is greater

V. MAINTENANCE

A. Installing or removing gen. set including drayage.	\$47.74 per unit on \$47.74 per unit off
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B. FHWA inspection	\$65.84 per unit
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C. Genset PM	\$161.38 per unit
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Carrier agrees to engage Contractor for all maintenance and repair to be performed at the terminal upon Carrier's containers, chassis, reefer units and generator sets pursuant to terms, conditions and rates to be mutually agreed upon.

Tires-

-Fixing a flat

See catalog

-Repair of tire/dismount/mount

See catalog

Welder/Burner/Mechanic

\$63.50 per man hour

Mechanic-Electrical Problems-time and materials

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 10**

\$63.50 per man hour

Storage of damaged or OOS equipment in excess of 30 calendar days  
 without authorized approval for repairs: \$3.00 per unit/per day

DOCKAGE (LOA)- Per Port Authority tariff. (Subject to increases  
 per Port Authority)

Under 400	\$3.75 per foot per day
401-500	\$4.50 per foot per day
501-600	\$5.25 per foot per day
601-700	\$6.50 per foot per day
701-800	\$7.25 per foot per day
801-900	\$7.75 per foot per day

**VI. MISCELLANEOUS ACTIVITIES**

A. Handling ship's lines on overtime: (No charge for docking  
 and undocking on straight time)  
 [Straight-time is 0800 to 1700 hrs. on week days  
 excluding 1200 to 1300 hrs.]

<b>WEEKDAYS:</b>	<u>Docking</u>	<u>Undocking</u>
0700 ■ 0800	\$ 985.00	\$ 985.00
1200 ■ 1300; 1700 - 1900	\$1250.00	\$1250.00
1900 - 0700	\$1400.00	\$1400.00
<b>WEEKENDS:</b>	\$1900.00	\$1900.00

Once vessel lets go, line handling period has ended. If  
 vessel returns, new line handling period shall commence.

B. Heavy lift charges:

Heavy lifts up to a maximum of 40 LT billed at extra  
 labor which covers stevedoring and terminal. Any lifts  
 exceeding 40 LT must be by prior special arrangement.

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 11**

C. Handling vessel stores

Extra labor

D. Potable water for the vessel is available at 50¢ per metric ton. There will be no hookup charge if crew performs this service.

<u>E. Equipment</u>	<u>Extra Labor Basis Hourly Charges</u>
Container Crane	\$511.86 per hour
Container Top loader	\$ 85.13 per hour
Forklift up to 8,000 lbs.	\$ 17.24 per hour
up to 15,000 lbs.	\$ 24.25 per hour
up to 25,000 lbs.	\$ 34.48 per hour
over 25,000 lbs.	\$ 46.93 per hour
Yard Tractor	\$ 39.87 per hour
Flatbed	\$ 11.85 per hour

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 12**

VII. MAN-HOUR RATE SCHEDULE

Ship's Gang &  
Terminal Unit Rates: Extra Labor Detention O/T Diff. M/H Diff.

Per Gang Employed \$1,838.79 \$1,666.25 \$1,193.80 \$2,268.25  
including staff & equipment

Extra Labor gang hour rate is applicable when cargo other than  
■ standard■ containers are discharged or loaded to/from vessels.

Lashing rates may be applicable on cargo requiring extra labor  
activities.

The extra labor rates do not include equipment which will be  
charges in accordance with Section VI; Item F.

<u>Man-hour Rates:</u>	<u>S/T</u>	<u>O/T</u>	<u>M/H</u>	<u>O/T</u> <u>Diff.</u>	<u>M/H</u> <u>Diff.</u>
Terminal/ Warehouse Labor	60.20	87.08	108.58	26.88	48.38
Reefer Maintenance:					
Foreman	65.50	98.00	127.00	32.50	61.50
Mechanic	64.50	96.00	125.00	31.50	60.50
Chassis/Cont. Repair:					
Foreman	63.80	95.00	126.60	31.20	62.80
Mechanic	62.80	93.00	124.60	30.20	61.80
Crane/Power					
Foreman	58.00	83.00	103.00	25.00	45.00
Mechanic	54.00	79.00	99.00	25.00	45.00
Lashing/Extra Labor					
Foreman	63.80	95.00	126.60	31.20	62.80
Lasher	62.80	93.00	124.60	30.20	61.80
Lashing/Detention					
Foreman	63.80	95.00	126.60	31.20	62.80
Lasher	62.80	93.00	124.60	30.20	61.80

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 13**

For prices of parts and standard allotment of time on lenses, bulbs, mud flags and sealed units (marker, stop and tail), please see our maintenance and repair catalog provided separately.

Plugging and unplugging containers on/off vessel will be performed on extra labor basis at the following man hours rates: (Minimum 4 hours; 2 men)

Straight time:	Per man hour	\$63.80
Overtime:	Per man hour	\$95.00
Meal Hour:	Per man Hour	\$126.60

**VIII. DOCUMENTATION**

Carrier shall provide Contractor all necessary information and instructions on a timely basis to allow Contractor to provide efficient service. Documentation shall be prepared and processed by the Contractor in a form mutually agreed upon by the Carrier and Contractor. In connection with the above, the Contractor shall prepare the following documentation:

1. Outbound vessels stowage plan
2. Ship's loading report
3. Ship's discharge report
4. Daily records of equipment interchange reports (via internet)
5. Daily container activity report (in and out)
6. Outbound container load plans for LCL containers
7. List of undelivered LCL cargo following vessels expiration of free time
8. List of undelivered FCL (containers) following vessels expiration of free time
9. Daily warehouse platform delivery reports
10. Daily strip and swing and/or stripping/stuffing recap reports
11. Banana warehouse inventory report

**IX. LABOR RATE ESCALATION**

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 14**

The labor portion of the above rates for palletized bananas and fresh fruit is 70% and the fixed portion is 30%. The labor portion of the above rates for containers is 70% and the fixed portion is 30%. The labor portion is subject to escalation based on increases or decreases in wages, taxes, fringe benefits, etc. Thereafter it shall be subject to an increase mutually agreed to based on actual cost increases. The fixed portion of all rates shall be adjusted annually on October 1<sup>st</sup> for all NYSA/ILA related rates and January 1<sup>st</sup> for all METRO/ILA related rates, respectively based on percentage increases in the Consumer Price Index (CPI) as published by the Department of labor for the New York Metropolitan area.

**ORDERING TIMES AND STARTING TIMES; STRAIGHT, OVERTIME, ETC.:**

- Monday thru Thursday ordering by 1 p.m. for same day 1900 or 2300 and for next, 0700, 0800 or 1300.
- Friday ordering by 1 p.m. for same day 1900 and 2300, Saturday 0700, 0800 1300 or 1900, Sunday 0700, 0800, 1300, 1900 or 2300 and Monday 0700, 0800 or 1300.
- Straight time is from 0800 to 1200 and 1300 to 1700 Monday thru Friday, excluding Holidays.

**CANCELLATION AND SET BACK SCHEDULES:**

- Sunday 0800 start can be cancelled or set back by 0600 Saturday.
  - Monday 0800 start can be cancelled or set back by 0600 Monday.
- If Monday is a holiday, Tuesday 0800 start will apply.
- All other labor orders can not be cancelled or set back after being ordered.

THE FOLLOWING ARE THE N.Y.S.A. - I.L.A. ■ PAID HOLIDAYS ■ :

Columbus Day

**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 15**

Election Day

Veterans Day

Thanksgiving Day

Christmas Eve

Christmas Day

New Year's Eve

New Year's Day

Martin Luther King's Birthday

Lincoln's Birthday

Washington's Birthday


Gleason's Birthday

Good Friday

Memorial Day

Independence Day

Labor Day

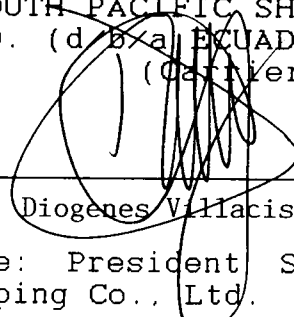


**CONFIDENTIAL RATE SCHEDULE FOR ECUADORIAN LINE**  
**DATED: October 1, 2005**

**PAGE 16**

The foregoing is hereby acknowledged and agreed to, subject to the execution of the Contract:


SOUTH PACIFIC SHIPPING CO.  
LTD. (d/b/a ECUADORIAN LINE)  
(Carrier)

By:  \_\_\_\_\_  
Diogenes Villacis

Title: President South Pacific  
Shipping Co., Ltd.

Date: December 5<sup>th</sup>, 2006

NEW YORK CONTAINER  
TERMINAL, INC.  
(Contractor)

By:  \_\_\_\_\_

Title: VICE PRESIDENT

Date: December 26 2006